THIS FORM OF ACCEPTANCE AND TRANSFER ("**FAT**") FOR PREFERENCE OFFER SHARES (AS DEFINED BELOW) IS IMPORTANT. THIS FAT IS NOT A TRANSFERABLE OR NEGOTIABLE DOCUMENT AND IS ONLY FOR USE BY SHAREHOLDERS WHOSE PREFERENCE OFFER SHARES ARE NOT DEPOSITED WITH CDP. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

THIS FAT RELATES TO THE OFFER DOCUMENT DATED 13 NOVEMBER 2019 (THE "**OFFER DOCUMENT**") IN RELATION TO THE PREFERENCE SHARE OFFER (AS DEFINED BELOW). UNLESS OTHERWISE DEFINED OR THE CONTEXT REQUIRES OTHERWISE, CAPITALISED TERMS USED IN THIS FAT SHALL BEAR THE SAME MEANINGS ASCRIBED TO THEM IN THE OFFER DOCUMENT.

THE AVAILABILITY OF THE PREFERENCE SHARE OFFER TO SHAREHOLDERS WHOSE MAILING ADDRESSES ARE OUTSIDE SINGAPORE (THE "**OVERSEAS SHAREHOLDERS**") AS SHOWN IN THE REGISTER OF MEMBERS (THE "**REGISTER**") OF THE COMPANY (AS DEFINED BELOW) MAY BE AFFECTED BY THE LAWS OF THE RELEVANT OVERSEAS JURISDICTIONS. SUCH OVERSEAS SHAREHOLDERS ARE ADVISED TO READ THE SECTION ENTITLED "OVERSEAS SHAREHOLDERS" IN THE OFFER DOCUMENT CAREFULLY.

**MANDATORY UNCONDITIONAL CASH OFFER (THE "PREFERENCE SHARE OFFER") BY DBS BANK LTD. ("DBS BANK"), FOR AND ON BEHALF OF YANLORD INVESTMENT (SINGAPORE) PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED AND PAID-UP PREFERENCE SHARES (THE "PREFERENCE SHARES") IN THE CAPITAL OF UNITED ENGINEERS LIMITED (THE "COMPANY"), OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH THE OFFEROR (THE "PREFERENCE OFFER SHARES").**

**MANDATORY UNCONDITIONAL CASH OFFER FOR PREFERENCE OFFER SHARES IN**

# UNITED ENGINEERS LIMITED

**FORM OF ACCEPTANCE AND TRANSFER FOR PREFERENCE OFFER SHARES**

**(THIS FAT NEED NOT BE SUBMITTED TO TRICOR BARBINDER SHARE REGISTRATION SERVICES (A DIVISION OF TRICOR SINGAPORE PTE. LTD.) IF YOU DO NOT WISH TO ACCEPT THE PREFERENCE SHARE OFFER)**

| (A) Number of Preference Offer Shares Tendered in Acceptance of the Preference Share Offer | (B) Share Certificate No(s). | Consideration | FOR OFFICIAL USE |
|---|---|---|---|
| | | Preference Share Offer Price of S$2.60 for each Preference Offer Share | |

**NOTE: Please refer to paragraph 1 on page 2 of this FAT for instructions on inserting the number of Preference Offer Shares above. Last time and date for acceptance of the Preference Share Offer: 5.30 p.m. (Singapore time) on 11 December 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Preference Share Offer Closing Date").**

I/We, _____ (Passport/NRIC/Company Registration Number) _____
(Full name of Shareholder and joint Shareholder(s), if any)

Of (Address) _____

Telephone No. (Office/Home): _____ (Handphone): _____

E-mail: _____

do hereby transfer to the Offeror or any person nominated in writing by the Offeror (hereinafter called the "**Transferee**") the Preference Offer Shares as stated in (A) above comprised in the share certificate(s) stated in (B) above. If the number of Preference Offer Shares in respect of acceptances for the Preference Share Offer as inserted in (A) exceeds the number of Preference Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying this FAT, or if no such number of Preference Offer Shares is inserted, then I/we shall be deemed to have accepted the Preference Share Offer in respect of all the Preference Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying this FAT.

**The consideration for acceptance of the Preference Share Offer is the Preference Share Offer Price, being S$2.60 in cash for each Preference Offer Share, as stated in the Offer Document.**

**My/Our acceptance of the Preference Share Offer at the Preference Share Offer Price, by way of completion, execution and submission of this FAT to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), is subject to the terms and conditions set out in the Offer Document and in this FAT.**

**Irrevocable Acceptance.** My/Our completion, execution and submission of this FAT to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) shall constitute my/our irrevocable acceptance of the Preference Share Offer, upon the terms and subject to the conditions contained in the Offer Document and this FAT.

**Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the above-mentioned Preference Offer Shares to the Offeror or the Transferee, and to enable the Offeror or the Transferee to exercise all rights and receive all benefits accruing to or arising from the above-mentioned Preference Offer Shares as specified in the Offer Document.

**Warranty.** I/We unconditionally and irrevocably warrant that the Preference Offer Shares in respect of which the Preference Share Offer is accepted by me/us are, and when transferred to the Offeror or the Transferee, will be (i) fully paid; (ii) free from all liens, equities, mortgages, claims, charges, encumbrances, rights of pre-emption and other third-party rights and interests of any nature whatsoever; and (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including but not limited to the right to receive and retain all dividends, rights and other distributions or return of capital (if any) which may be announced, declared, paid or made thereon by the Company in respect of the UEL Preference Shares on or after the Offer Announcement Date).

**Authorisation.** I/We irrevocably authorise any person nominated in writing by the Offeror or by the Transferee to date this FAT and to complete the particulars of the Offeror or the Transferee on my/our behalf. I/We irrevocably authorise and direct the Offeror or its agent to send a cheque in S$ drawn on a bank operating in Singapore for the appropriate amount being the consideration for the Preference Offer Shares payable to me/us by ordinary post at my/our own risk to the address stated above or, if none is set out, to me/us (or in the case of joint accepting Shareholders, to the joint accepting Shareholder first-named in the Register), at the relevant address maintained in the Register, by ordinary post at my/our own risk.

**If you wish to accept the Preference Share Offer, please sign below.**

**PLEASE SIGN HERE**

**FOR INDIVIDUAL SHAREHOLDERS**

Signed, sealed and delivered by the above-named Shareholder/first-named joint Shareholder in the presence of: )

Witness' Signature: _____ )

Name: _____ )

NRIC/Passport No.: _____ )

Address: _____ )

Occupation: _____ )

_____
Signature of Shareholder/first-named joint Shareholder

Signed, sealed and delivered by the above second-named joint Shareholder in the presence of: )

Witness' Signature: _____ )

Name: _____ )

NRIC/Passport No.: _____ )

Address: _____ )

Occupation: _____ )

_____
Signature of second-named joint Shareholder, if any

**FOR CORPORATE SHAREHOLDERS**

The Common Seal of the above-named Shareholder was hereunto affixed in the presence of: )

)

_____ _____ )
Director Director/Secretary

**Notes:**

(a) A husband must not witness the signature of his wife and *vice versa*.

(b) In the case of joint shareholdings, this FAT must be signed by all joint Shareholders.

(c) In the case of a corporation, this FAT must be executed under its common seal, the seal being affixed and witnessed in accordance with its Constitution and/or other constitutive documents and/or other regulations. If a corporation does not by the law of the country of its incorporation require a common seal to execute this FAT, this FAT may be executed in such other manner so as to be binding on the corporation under the laws of the country of its incorporation and acceptable to the Offeror. The Offeror will be entitled to call for such evidence of due execution or authority as it may think fit.

**FOR OFFICIAL USE**

The Offeror/Transferee hereby accepts the transfer of the number of Preference Offer Shares as specified or comprised in this FAT subject to the terms and conditions in the Offer Document and this FAT.

_____
Authorised Signatory(ies)

## INSTRUCTIONS

**This FAT is for the use of Shareholders who wish to accept the Preference Share Offer in respect of all or part of the total number of Preference Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited ("CDP"). Shareholders who hold the share certificate(s) for the Preference Offer Shares beneficially owned by them and who wish to accept the Preference Share Offer in respect of such Preference Offer Shares should not deposit their share certificate(s) with CDP during the period commencing on the date of the Offer Document and ending on the Preference Share Offer Closing Date (both dates inclusive). Shareholders who deposit their share certificate(s) in respect of the Preference Offer Shares beneficially owned by them with CDP during this period may not have their respective Securities Accounts credited with the relevant number of Preference Offer Shares in time for them to accept the Preference Share Offer. This FAT and the provisions herein constitute an integral part of the Offer Document. Further provisions relating to acceptance are set out in Appendix VI to the Offer Document.**

This FAT has been sent to you on the understanding that all your Preference Offer Shares are registered in your name. If, however, you have Preference Offer Shares which are held on your behalf by CDP and you wish to accept the Preference Share Offer in respect of some or all of those Preference Offer Shares, you should complete, sign and submit at your own risk, the Form of Acceptance and Authorisation (the "**FAA**") for Preference Offer Shares in accordance with the instructions printed thereon. A copy of the FAA may be obtained upon production of satisfactory evidence that you are a shareholder of the Company or have purchased the Preference Offer Shares on the Singapore Exchange Securities Trading Limited (as the case may be) from **The Central Depository (Pte) Limited, at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588**.

1. **Acceptance by Shareholders.** If you wish to accept the Preference Share Offer, you should:
   - (i) complete page 1 of this FAT in accordance with the Offer Document and the instructions printed on this FAT. **In particular, you must state in (A) the number of Preference Offer Shares in respect of which you wish to accept the Preference Share Offer and state in (B), the share certificate number(s) of the relevant share certificate(s).** If you:
     - (a) do not specify a number in (A); or
     - (b) specify a number in (A) which exceeds the number of Preference Offer Shares as represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FAT,

     you shall be deemed to have accepted the Preference Share Offer in respect of all the Preference Offer Shares represented by the share certificate(s) attached hereto and/or other document(s) of title accompanying this FAT;
   - (ii) sign this FAT in accordance with the Offer Document and the instructions printed on this FAT (which provisions and instructions shall be deemed to form part of the terms of the Preference Share Offer); and
   - (iii) deliver:
     - (a) the duly completed and signed original of this FAT in its entirety (no part may be detached or otherwise mutilated);
     - (b) the share certificate(s), other document(s) of title and/or relevant document(s) required by the Offeror relating to the Preference Offer Shares in respect of which you wish to accept the Preference Share Offer. If you are recorded in the Register as holding Preference Offer Shares but do not have the relevant share certificate(s) relating to such Preference Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in the Offer Document and in this FAT. If your share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror is/are not readily available or is/are lost, this FAT should nevertheless be completed and returned by the aforesaid time and the share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror should be forwarded to **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898**, as soon as possible thereafter but in any event **before 5.30 p.m. (Singapore time) on the Preference Share Offer Closing Date**; and
     - (c) any other relevant document(s),

     either:
     - (1) **by hand**, to **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898**; or
     - (2) **by post**, **in the enclosed pre-addressed envelope at your own risk**, to **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898,**

     in each case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE PREFERENCE SHARE OFFER CLOSING DATE**.

     This FAT must be sent in its entirety to **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898** duly completed and signed in its originality in accordance with these instructions and no part may be detached or otherwise mutilated. Settlement of the consideration under the Preference Share Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed. Acceptance in the form of this FAT received by **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898**, at the address listed above on Saturday, Sunday or public holiday will only be processed and validated on the next business day.
2. **Unregistered Shareholding.** If your Preference Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror together with this duly completed and signed original FAT in its entirety (no part may be detached or otherwise mutilated), accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder(s) of the Preference Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or Transferee or a person authorised by either).
3. **Date of FAT. Please do not date this FAT** or insert the name of the Offeror or the Transferee. This will be done on your behalf by a person nominated by the Offeror or the Transferee.
4. **Unavailable/Missing Documents.** If you are recorded in the Register as holding Preference Offer Shares but do not have the relevant share certificate(s) relating to such Preference Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in the Offer Document and in this FAT. If your share certificate(s) or transfer form(s) and/or other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898**. This FAT should nevertheless be completed and delivered as above if you wish to accept the Preference Share Offer. The unavailable/missing document(s) and/or satisfactory indemnities or appropriate statutory declarations should be forwarded to **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898** as soon as possible thereafter but in any event **before 5.30 p.m. (Singapore time) on the Preference Share Offer Closing Date**.
5. **No Acknowledgements.** No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer forms and/or any other relevant document(s) required by the Offeror will be given.
6. **Shareholder Abroad.** If a Shareholder is away from home, for example, abroad or on holiday, this FAT should, subject to the terms set out in the section titled "Overseas Shareholders" in the Offer Document, be sent by the quickest means (for example, express airmail) to the Shareholder for completion and execution. If he has executed a Power of Attorney, this FAT may be signed by the attorney but the attorney's signature in this FAT must be accompanied by a statement stating that this FAT is "**signed under a Power of Attorney which is still in force, no notice of revocation having been received**". In the latter case, the original Power of Attorney or a certified true copy thereof must be attached with this FAT. No other signatures are acceptable.
7. **Deceased Shareholders.** If the sole Shareholder is deceased and if:
   - (i) the Grant of Probate or Letters of Administration have been registered and lodged with **Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)**, this FAT must be completed and signed by all the personal representative(s) of the deceased and submitted to **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898**; or
   - (ii) the Grant of Probate or Letters of Administration have not been registered and lodged with **Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)**, all the personal representative(s) of the deceased must personally proceed together to **Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)** with the original Grant of Probate or Letters of Administration. The Grant of Probate or Letters of Administration must be registered and lodged with **Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)** before the personal representative(s) of the deceased can effect the transfer of the Preference Offer Shares.
8. **Joint Shareholder Deceased.** If one of the joint Shareholders is deceased, this FAT must be completed and signed by all the surviving joint Shareholder(s) and lodged with **YANLORD INVESTMENT (SINGAPORE) PTE. LTD.**, **c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road, #11-02, Singapore 068898**, accompanied by the Death Certificate, Grant of Probate or Letters of Administration in respect of the deceased Shareholder.
9. **Particulars on Share Certificate(s).** If your name or other particulars are shown incorrectly on the share certificate(s), please carry out the following steps:
   - (i) **Incorrect name.** Please complete this FAT with the correct name and deliver it with a statutory declaration or a letter from your bank or solicitor confirming that the person described on the share certificate(s) and the person who signed this FAT are one and the same;
   - (ii) **Incorrect address.** Please write the correct address on this FAT; and
   - (iii) **Change of name.** If you have changed your name, lodge your Marriage Certificate or the Deed Poll with this FAT for noting.
10. **Disclaimer and Discretion.** The Offeror, DBS Bank and Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) will be entitled, in their sole and absolute discretion, to reject any acceptances of the Preference Share Offer which do not comply with the provisions and instructions contained in the Offer Document and this FAT or which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. If you wish to accept the Preference Share Offer, it is your responsibility to ensure that this FAT is properly completed in all respects and that this FAT should be submitted with original signature(s) and that all required documents are provided. Any decision to reject any acceptance and this FAT on the grounds that it has been incompletely, incorrectly or invalidly signed, completed or submitted unsigned or signed but not in its originality will be final and binding and none of the Offeror, DBS Bank or Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) accepts any responsibility or liability for such a decision, including the consequences thereof. The Offeror and DBS Bank each reserves the right to treat acceptances of the Preference Share Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Offer Document, or in this FAT, or if made otherwise than in accordance with the provisions of the Offer Document and the instructions contained in this FAT.
11. **Risk of Posting.** All communications, notices, certificates, documents and remittances to be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your address as it appears in this FAT or in the Register (if no such address is indicated in this FAT) at your sole risk.
12. **Conclusive Evidence.** Submission of the duly completed and signed original of this FAT, together with the relevant share certificate(s) and/or other documents of title and/or any other relevant document(s) required by the Offeror, to the Offeror or its agents shall be conclusive evidence in favour of the Offeror, the Transferee and Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of the right and title of the person(s) signing it to deal with the same and with the Preference Offer Shares to which it relates.
13. **Preference Share Offer Unconditional.** As the Preference Share Offer is unconditional in all respects, if you have accepted the Preference Share Offer in accordance with the provisions contained herein and in the Offer Document, payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) by ordinary post to your address as it appears in the Register at your own risk (or to such different name and address as may be specified by you in this FAT and at your own risk), by way of a cheque in S$ drawn on a bank in Singapore for the appropriate amount as soon as practicable and in any event within seven (7) Business Days of the date of such receipt of your acceptance which is valid and complete in all respects.
14. **Third Party Rights.** Unless expressly provided otherwise in this FAT or the Offer Document, a person who is not a party to any contracts made pursuant to the Preference Share Offer, the Offer Document and this FAT has no rights under the Contracts (Rights of Third Parties) Act (Chapter 53B of Singapore) to enforce any term of such contracts. Notwithstanding any term contained herein and in the Offer Document, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
15. **Personal Data.** By completing and submitting this FAT, you (i) consent to the collection, use and disclosure of your personal data by Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), the Offeror, DBS Bank and the Company (collectively, the "**Relevant Persons**") or any persons designated by the Relevant Persons in connection with the purpose of facilitating your acceptance of the Preference Share Offer, and in order for the Relevant Persons or such designated person to comply with any applicable laws, listing rules, regulations and/or guidelines; (ii) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable laws, listing rules, regulations and/or guidelines; and (iii) agree that you will indemnify the Relevant Persons or such designated person in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of warranty.
16. **Governing Law.** By completing, signing and submitting the original of this FAT, you agree that the agreement arising from the acceptance of the Preference Share Offer by you shall be governed by, and construed in accordance with, the laws of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts.